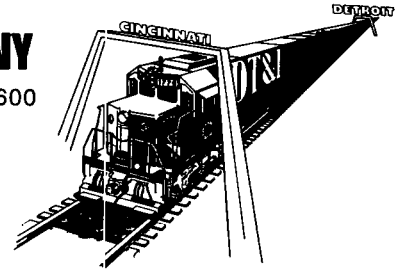


DETROIT, TOLEDO AND Ironton RAILROAD COMPANY

ONE PARKLANE BOULEVARD • DEARBORN, MICHIGAN 48126 • (313) 336-9600

April 22, 1980

File: CSA #46



Interstate Commerce Commission
12th and Constitution Avenues
Room 1227
Washington, D.C. 20423

Attention: Mrs. Mildred Lee

Dear Mrs. Lee:

The Detroit, Toledo and Ironton Railroad Company, through this transmittal letter, hereby requests the recording with the Commission pursuant to 49 U.S.C. 20 C and 49 CFR, Part 1116, (1975), of the attached document.

- a) Four (4) originals and four (4) copies of a First Amendment dated as of March 1, 1980 to C.S.A. No. 46 dated as September 7, 1972 between Manufacturers National Bank of Detroit and Detroit, Toledo and Ironton Railroad Company.

The C.S.A. No. 46 dated September 7, 1972 is recorded under Recordation No. 6738 on September 14, 1972.

We ask that you kindly return all copies bearing recordation numbers not needed for your records to the undersigned.

Also enclosed is our check No. 80605 in the amount of \$10.00 covering fees for recordation of these documents.

Yours very truly,



F. J. Freeman
Assistant Treasurer - Contracts
Assistant Secretary

PJF:ca

Encls.

No. **0-122A038** RECORDATION NO. **6738-A** Filed 1425
Date **MAY 1 1980** **MAY 1 1980 -2 50 PM**
Fee \$ **10.00** INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

RECEIVED
MAY 1 2 45 PM '80
I.C.C.
FEE OPERATION BR.

Interstate Commerce Commission
Washington, D.C. 20423

5/5/80

OFFICE OF THE SECRETARY

P.J. Freeman
Assist. Secretary -Treasurer
Detroit, Toledo & Ironton RR Co.
One Parklane Boulevard
Dearborn, Michigan 48126

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/1/80 at 2:50pm, and assigned re-recording number(s). 6738-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

FIRST AMENDMENT

Dated as of March 1, 1980

to

RECORDATION NO. 6738-A Filed 1425

MAY 1 1980 -2 50 PM

Conditional Sale Agreement No. 46 INTERSTATE COMMERCE COMMISSION
Dated as of September 7, 1972

Between

Manufacturers National Bank of Detroit
and
Detroit, Toledo and Ironton Railroad Company ✓

WHEREAS, Manufacturers National Bank of Detroit, a national banking association of Detroit, Michigan (hereinafter sometimes called "Vendor"), party of the first part and Detroit, Toledo and Ironton Railroad Company, a Delaware corporation with an office in the city of Dearborn, Michigan (hereinafter sometimes called "Vendee"), party of the second part, entered into Conditional Sale Agreement No. 46 dated September 7, 1972 (hereinafter called the "Conditional Sale Agreement") covering the sale and delivery by Vendor and the purchase by Vendee of 30 new 52'6" 100 ton Gondola Freight Cars numbered DTI 9520-9549, inclusive, and 8 new 3,000 h.p. Model No. GP 40-2 Diesel Electric Locomotives numbered DTI 406-413, inclusive;

WHEREAS, said Conditional Sale Agreement No. 46 was recorded with the Interstate Commerce Commission on September 14, 1972 under recordation number 6738;

NOW, THEREFORE, Vendor and Vendee hereby amend said Conditional Sale Agreement as follows:

1. The interest rate provided for in paragraphs 2.4, 2.8, 4.3 and 6.1 is changed to eight and one quarter percent (8.25%) per annum.

2. Payment as provided for in paragraphs 2.4 and 2.5 shall hereafter be made in accordance with Amended Exhibit (C) as hereto attached for payment dates commencing June 1, 1980.

3. Said thirty (30) 52'6" 100 ton Gondola Freight Cars numbered DTI 9520-9549, inclusive, covered by said Conditional Sale Agreement are hereby released therefrom. Any lien of Vendor on said cars is hereby released and discharged and said Conditional Sale Agreement is declared performed as to said cars.

4. Vendor, in consideration of the sum of \$1.00 and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby sell, assign, set over and transfer to Detroit, Toledo and Ironton Railroad Company, its successors and assigns, said thirty (30) 52'6" 100 ton Gondola Freight Cars numbered DTI 9520-9549, inclusive; and Vendor hereby warrants to Vendee that on the date hereof Vendor had legal title to said thirty (30) freight cars and the title to said freight cars was free of all claims, liens and encumbrances of any nature whatsoever by, through or under Vendor.

IN WITNESS WHEREOF, Vendor and Vendee have caused this instrument to be executed in their names by their officers thereto authorized and a corporate seal is affixed hereto.

MANUFACTURERS NATIONAL BANK
OF DETROIT

By Edward J. Miller

Its VICE PRESIDENT

Corporate
Seal

ATTEST:

By [Signature]

Its NATIONAL ACCOUNT OFFICER

IN THE PRESENCE OF:

Ruey Kovacevich
Angela M. Bienenek

DETROIT, TOLEDO AND IRONTON
RAILROAD COMPANY

By [Signature]

Its Vice President - Finance

Corporate
Seal

ATTEST:

By [Signature]

Its Assistant Secretary

IN THE PRESENCE OF:

J. E. Berman
M. A. Scott

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

On this 8th day of April, 1980, before me personally appeared Edward J. Miller, to me personally known, who in my presence executed the foregoing instrument on behalf of Manufacturers National Bank of Detroit on this date and who being by me duly sworn, said that he is the Vice President of Manufacturers National Bank of Detroit, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Laura A. Compton
Notary Public, Wayne County, MI.

My commission expires 10-9-83

LAURA A. COMPTON
Notary Public Macomb County, Mich.
Acting In Wayne County, Mich.
My Commission Expires Oct. 9, 1983

Notarial
Seal

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

On this 7th day of April, 1980, before me personally appeared R. Guregian, to me personally known, who in my presence executed the foregoing instrument on behalf of Detroit, Toledo and Ironton Railroad Company on this date and who being by me duly sworn, said that he is the Vice President - Finance of Detroit, Toledo and Ironton Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Valerie J. Beckman
Notary Public, Wayne County, MI.

My commission expires April 4, 1983

Notarial
Seal

AMENDED EXHIBIT "C"
Per Section 2 of
First Amendment to CSA No. 46

<u>Payment No.</u>	<u>Due Date</u>	<u>Total Payment</u>	<u>Interest Payment</u>	<u>Principal Payment</u>	<u>Balance of Principal</u>
					1,249,999.90
31	6-1-80	67,447.92	25,781.25	41,666.67	1,208,333.23
32	9-1-80	66,588.54	24,921.87	41,666.67	1,166,666.56
33	12-1-80	65,729.17	24,062.50	41,666.67	1,124,999.89
34	3-1-81	64,869.79	23,203.12	41,666.67	1,083,333.22
35	6-1-81	64,010.42	22,343.75	41,666.67	1,041,666.55
36	9-1-81	63,151.04	21,484.37	41,666.67	999,999.88
37	12-1-81	62,291.67	20,625.00	41,666.67	958,333.21
38	3-1-82	61,432.29	19,765.62	41,666.67	916,666.54
39	6-1-82	60,572.92	18,906.25	41,666.67	874,999.87
40	9-1-82	59,713.54	18,046.87	41,666.67	833,333.20
41	12-1-82	58,854.17	17,187.50	41,666.67	791,666.53
42	3-1-83	57,994.79	16,328.12	41,666.67	749,999.86
43	6-1-83	57,135.42	15,468.75	41,666.67	708,333.19
44	9-1-83	56,276.04	14,609.37	41,666.67	666,666.52
45	12-1-83	55,416.67	13,750.00	41,666.67	624,999.85
46	3-1-84	54,557.29	12,890.62	41,666.67	583,333.18
47	6-1-84	53,697.92	12,031.25	41,666.67	541,666.51
48	9-1-84	52,838.54	11,171.87	41,666.67	499,999.84
49	12-1-84	51,979.17	10,312.50	41,666.67	458,333.17
50	3-1-85	51,119.79	9,453.12	41,666.67	416,666.50
51	6-1-85	50,260.42	8,593.75	41,666.67	374,999.83
52	9-1-85	49,401.04	7,734.37	41,666.67	333,333.16
53	12-1-85	48,541.67	6,875.00	41,666.67	291,666.49
54	3-1-86	47,682.29	6,015.62	41,666.67	249,999.82
55	6-1-86	46,822.92	5,156.25	41,666.67	208,333.15
56	9-1-86	45,963.54	4,296.87	41,666.67	166,666.48
57	12-1-86	45,104.17	3,437.50	41,666.67	124,999.81
58	3-1-87	44,244.79	2,578.12	41,666.67	83,333.14
59	6-1-87	43,385.42	1,718.75	41,666.67	41,666.47
60	9-1-87	42,526.04	859.37	41,666.47	Ø